

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 18 & 558

**CERTIFICATION OF COUNSEL REGARDING ORDER (I) APPROVING BIDDING
PROCEDURES FOR SALE OF DEBTORS' ASSETS, (II) APPROVING THE
STALKING HORSE BID PROTECTIONS, (III) SCHEDULING AUCTION FOR, AND
HEARING TO APPROVE, SALE OF DEBTORS' ASSETS, (IV) APPROVING FORM
AND MANNER OF NOTICES OF SALE, AUCTION, AND SALE HEARING, (V)
APPROVING ASSUMPTION AND ASSIGNMENT PROCEDURES, AND (VI)
GRANTING RELATED RELIEF**

The undersigned counsel to the above-captioned debtors and debtors in possession
(the “**Debtors**”) hereby certifies as follows:

1. On September 9, 2024, the Debtors filed the *Motion of Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for Sale of Debtors' Assets, (B) Approving the Stalking Horse Bid Protections, (C) Scheduling Auction for, and Hearing To Approve, Sale of Debtors' Assets, (D) Approving Form and Manner of Notices of Sale, Auction, and Sale Hearing, and (E) Approving Assumption and Assignment Procedures, (II)(A) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances and (B) Authorizing*

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors' corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

Assumption and Assignment of Executory Contracts and Unexpired Leases, and (III) Granting Related Relief (D.I. 18) (the “**Bidding Procedures Motion**”).²

2. On October 20, 2024, the Debtors filed the *Notice of Filing of (I) Revised Proposed Bidding Procedures Order and (II) Proposed Stalking Horse Sale Order* (D.I. 558) (“**Revised Proposed Order**”), incorporating comments from various parties in interest.

3. The Debtors have further modified the Revised Proposed Order (the “**Further Revised Proposed Order**”) in accordance with the Court’s ruling on the Bidding Procedures Motion made on the record at the hearing on October 25, 2024, at 1:00 p.m. (ET). The Further Revised Proposed Order is attached hereto as **Exhibit A**.

4. A redline comparing the Further Revised Proposed Order against the Revised Proposed Order is attached hereto as **Exhibit B**.

5. The Office of the United States Trustee, counsel to the Official Committee of Unsecured Creditors, counsel to the ABL Agent and Term Agent, and counsel to the Stalking Horse Bidder have reviewed the Further Revised Proposed Order and do not object to its entry.

WHEREFORE, the Debtors respectfully request entry of the Further Revised Proposed Order attached hereto as **Exhibit A**.

² Capitalized terms not defined herein have the meanings ascribed to them in the Bidding Procedures Motion.

Dated: October 25, 2024
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Casey B. Sawyer

Robert J. Dehney, Sr. (No. 3578)
Andrew R. Remming (No. 5120)
Daniel B. Butz (No. 4227)
Tamara K. Mann (No. 5643)
Casey B. Sawyer (No. 7260)
1201 N. Market Street, 16th Floor
Wilmington, DE 19801
Tel: (302) 658-9200
rdehney@morrisnichols.com
aremming@morrisnichols.com
dbutz@morrisnichols.com
tmann@morrisnichols.com
csawyer@morrisnichols.com

-and-

DAVIS POLK & WARDWELL LLP

Brian M. Resnick (admitted *pro hac vice*)
Adam L. Shpeen (admitted *pro hac vice*)
Stephen D. Piraino (admitted *pro hac vice*)
Jonah A. Peppiatt (admitted *pro hac vice*)
Ethan Stern (admitted *pro hac vice*)
450 Lexington Avenue
New York, NY 10017
Tel.: (212) 450-4000
brian.resnick@davispolk.com
adam.shpeen@davispolk.com
stephen.piraino@davispolk.com
jonah.peppiatt@davispolk.com
ethan.stern@davispolk.com

*Proposed Counsel to the Debtors and
Debtors in Possession*